

US EXECUTIVE APPROVAL FORM**CUSTOMER NAME:** MasterCard International, LLC – 10/24/02**SECTION I - Approval Requests:****HQAPP Request:**

1. Support cap at 4% in Year 4.

TIER 1 Request:

1. Price Hold: 45% for 1 Year for products in current deal.

TIER 2/3 Requests:

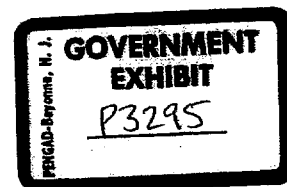
1. 45% L+S Discount on Oracle Treasury, Project Costing, Project Billing, Project Contracts, Internet Time.
2. Remove Customer Reference Language.
3. Majority owned subs - Customer warrants it has authority to bind subs and will be responsible for any breach.

Previously approved requests (include date of approval):

N/A

SECTION II – Deal Summary:

Deal Summary	
Programs	Oracle Treasury, Project Costing, Project Billing, Project Contracts, Internet Time
License Discount	45% (ebiz + 20%)
Support Discount	45% (ebiz + 20%)
Comp & Admin Discount	-
Phased Implementation for Comp & Admin?	-
Support Options/Holds	Updates and Product Support / Support Cap @ 4% in Year 4
Price Holds	1 Year at 45% for Oracle Treasury, Project Costing, Project Billing, Project Contracts, Internet Time
List License	\$ 844,350
List Support	\$ 185,757
List Comp & Admin	-
Net License	\$ 464,393
Net Support	\$ 102,166
Net Comp & Admin	-
Net Total Price	\$ 566,559
Price List Used	10-4-02



Customer History - Existing Price Holds	
Existing contractual discount (price hold)	59 % for 2 years on EE, Diagnostic, Tuning, and Change Mgmt Packs, RAC, Partitioning, Advanced Security for both Processors and Named Users
Date of Price List for price hold	January, 11 2002
When does price hold expire?	May 21, 2004
Price hold program categories (database, server, erp, crm, hr/payroll, app suite)	EE, Diagnostic, Tuning, and Change Mgmt Packs, RAC, Partitioning, Advanced Security for both Processors and Named Users
Name of Agreement if applicable	Ordering Document referencing SLSA 1021357-22-Nov-93

SECTION III - Justification:

MasterCard has been a valuable client since 1993 and has spent in excess of \$7M in net license fees with annual Support over \$2M. In Q4 of FY02, MasterCard completed a \$1.7 technology transaction with Oracle. As a current Oracle Financials client (GL, AP, FA, Purchasing, OFA, Oracle IP), MasterCard is continuing its standardization onto Oracle's E-Business Suite. As part of this transformation, MasterCard will need to decommission or replace some existing systems where investment has been made, specifically Cell Kirk for Treasury and Porterra for Projects. In August of 2002, we completed a similar transaction with MasterCard's Financial Systems group, where we provided a 45% discount on the Oracle Internet Procurement module as a replacement for Clarus, their existing purchasing system. We feel at this point, given the history and larger dollar volume, we will require an equal discount to secure the business in the 2nd quarter of FY03.

Support Cap: All previous transactions with MasterCard (including the May '02 order) provided the client with a support cap in the 4th support year. Support costs are always a predictable concern for MasterCard. We feel this will be a necessary concession.

Price Hold: As part of their initiative to further roll out this suite of Applications, MasterCard will require the ability to purchase at the same discount level during their implementation and roll out in 2003.

Customer Reference Language: Customer is very sensitive and selective about reference and press activity and does not want to grant Oracle an open ended privilege to use the MasterCard brand in Oracle Marketing and Reference programs. MasterCard will work with Oracle on a one-off basis when they deem appropriate and mutually beneficial.

Majority Owned Subs: This alternative language has provided a compromise to the client's request in the past to strike the standard language.

Overall, we feel that if we meet the client's price point and provide similar terms and conditions of previous orders, they will work with us as they have done several times in the past to complete this purchase within our 2nd quarter.

Recommendation: *(leave blank for HQAPP to fill out)*

Submitted By: *Peter Metaxas- AM, Tony Fernicola-GVP*
Field RM name if submitted by iSD:

R: *(leave blank for HQAPP to fill out)*

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PLEASE NOTE THAT HQAPP WILL NOT REVIEW ANYTHING BELOW AND NOTHING BELOW WAS CONSIDERED FOR THEIR APPROVAL. ONLY DETAILS IN THE REQUEST SECTION (SECTION I) ABOVE WERE CONSIDERED IN THE APPROVAL GRANTED.

SECTION IV – Computer and Admin Services:
(Delete this section if not applicable)

SECTION V – Ordering Document Details

Instructions - Fill in all sections completely.

APPROVAL REQUIREMENTS - Refer to the Approval Matrix at <http://esource.oraclecorp.com>

PRICING REQUIREMENTS - Refer to Price List and Price List Supplement for minimums and prerequisites.

PRICING SPREADSHEET - Include a pricing spreadsheet showing all products, quantities, license types, pricing, and discounts. Indicate if discount for drafting contract differs from approved discount.

MIGRATIONS - If your deal contains a migration, you must submit a Migration Worksheet to the ELM (eBusiness License Migrations) team. Refer to <http://nafo.us.oracle.com> under the Contract Management tab and e-Business License Migrations header to download the spreadsheet and for additional information.

Note: All business approvals & quotes are valid through the quarter they were approved, unless a formal RFP or Tender requires a longer validity period.

General Information	
Contract requested by (insert date): After all approvals are obtained - Allow 24 hours for standard contracts and 48 hours for non-standard contracts.	10/28/02
Opportunity I.D. (OSO Number):	880780
Deal Structure (indicate Direct, Pass-Through, Sublicense, or Trial License):	Direct
Is this deal the result of a compliance issue that LMS has been involved in?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Does deal contain new licenses with an <i>approved</i> non-supported license type (i.e. metric is not nor ever has been on Oracle's price list):	<input type="checkbox"/> Yes (specify non-supported license type and eBusiness license type used to determine conversion) <input checked="" type="checkbox"/> No
Quote Valid Through (insert date):	November 28, 2002
Partner (insert name, if applicable)?	Margin or % of net license fees _____
VAD (insert name, if applicable)?	Margin or % of net license fees _____
PARTNER PAYMENT: If this is a direct deal, does it involve a Partner Referral Fee?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If yes, specify payment type:	<input type="checkbox"/> Applications Affiliate Fee <input type="checkbox"/> ROP Fee (GB Use Only)
MIGRATIONS OR UPDATES:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
PREMIUM SERVICES:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
INCIDENT PACKS:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
INTERNATIONAL: Requires an International Notification Form to be forwarded to your manager, contract specialist, and NASINFO or OGEHINFO.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Payment Terms:	<input checked="" type="checkbox"/> Net 30 <input type="checkbox"/> Other (Specify)
Referenced Agreement:	New OLSA

☒ Other SLSA 1021357-22-Nov-93

Customer and Administrative Information – all fields must be filled in	
Customer's EXACT Legal Name:	MasterCard International, LLC
Business Address:	2200 MasterCard Blvd.
City / State / Zip:	O'Fallon MO 63366
Customer Contract Admin:	Howard Buehler
Phone #:	636-722-3920
Fax #:	
E-mail ID:	Howard_buehler@mastercard.com
Billing Contact:	Same
(Partner/VAD if Indirect):	
Address:	
City / State / Zip:	
Phone #:	
Fax #:	
E-mail ID:	
Tax Status :	Exempt ____ (Need certificate for ship to state if not on Oracle's Tax Exemption Log)
	Non-Exempt ____
Shipping Contact:	Same
Address:	
City / State / Zip:	
Phone #:	
Fax #:	
E-mail ID:	
Technical Support Contact:	Same
Address:	
City / State / Zip:	
Phone #:	
Fax #:	
Email ID:	
Partner Name (Indirect):	
Address:	
City / State / Zip:	
Contact Admin:	
Phone #:	
Fax #:	
E-mail ID:	

Education (EPPC)	
Education Prepaid Credit Amount:	\$ _____
Education Discount:	_____ %
Education Revenue:	\$ _____
Education Sales Rep:	

PROCESSOR/NAMED USER PROGRAMS/COMPUTER PROGRAMS (REQUIRED INFORMATION)

Make and Operating System required for each program:

Make:

OS:

PROGRAMS:

Applications		
Will applications be modified:	Yes	<input checked="" type="checkbox"/> No
Will users be accessing modified Apps from the web:	Yes	<input checked="" type="checkbox"/> No
Have all prerequisites been included:	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
Will users use Fast Forward RPM:	Yes	<input checked="" type="checkbox"/> No
Will applications be hosted:	Yes	<input checked="" type="checkbox"/> No
Indicate database that Apps will run on	Oracle	
Indicate CSI for existing prerequisite database and tools:		

Options not requiring HQAPP, Tier 1, or Tier 2 Approval	
(1)	
(2)	
(3)	
(4)	

Internal Administrative Information	
Applications Sales Manager	
Technology Sales Manager	
Account Manager	Peter Metaxas
iSD Rep	Mark McGuire
Education Sales Rep	
Support Renewals Rep	
Premium Support Rep	
Migrations Manager	
Is there a teaming agreement?	<input type="checkbox"/> Yes (if yes, list all appropriate reps) <input checked="" type="checkbox"/> No
Requester:	Name: <u>Peter Metaxas</u> Business Telephone: <u>212-508-7876</u> Cell Phone: <u>516-459-1613</u>